



Union Tank Car Company

225 West Washington Street
Chicago, Illinois 60606
312/372-9500

RECORDATION NO

7949 K

FILED 1425

DEC 18 1989 -11 05 AM

9-352A015

December 5, 1989

INTERSTATE COMMERCE COMMISSION

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

Secretary
Interstate Commerce Commission
12th St. & Constitution Ave., N.W., Room 2215
Washington, DC 20423

RE: Equipment Trust Agreement (Series 12)
Filed June 9, 1975
Recordation No. 7949

Dear Sir or Madam:

Enclosed are the original and two certified copies of the Sixth Supplemental Trust Agreement, dated October 23, 1989, between Union Tank Car Company and Pittsburgh National Bank, as Trustee. Also enclosed are the original and two certified copies of a Bill of Sale from the Trustee to Union Tank Car Company.

Please file both of these documents as supplements to the filing referred to above. Enclosed is a check for \$26.00 for the filing fee. Please return the certified copies of each of the documents, stamped to show the filing, to me.

If you have any questions, please call me at (312) 845-5336.

Thank you.

Sincerely,

Patrick J. Allen
Senior Attorney

PJA/jf 4066e
Enclosure

RECORDATION NO

7949 L

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INTERSTATE COMMERCE COMMISSION



A MEMBER OF THE MARMON GROUP OF COMPANIES

RECORDED NO. 7949-2
FILED 1423

DEC 18 1989 -11 05 AM

INTERSTATE COMMERCE COMMISSION

STATE OF ILLINOIS)
COUNTY OF COOK)

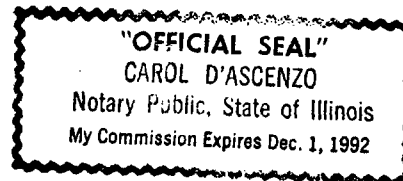
CERTIFICATE

The undersigned, Carol D'Ascenzo, a Notary Public in and for said county and state, hereby states that she has compared the attached copy of the Bill of Sale, dated November 6, 1989, with the original document thereof, and hereby certifies that such attached copy is a true and correct copy of the original document in all respects.

In Witness Whereof, the undersigned has set her hand and seal this 5th day of December, 1989.

Carol D'Ascenzo
Notary Public

4066e



DEC 18 1989 -11 05 AM

BILL OF SALE

INTERSTATE COMMERCE COMMISSION

PITTSBURGH NATIONAL BANK
as Trustee under Equipment Trust Agreement
Dated June 1, 1975 (Series 12)
to
UNION TANK CAR COMPANY

KNOW ALL MEN BY THESE PRESENTS, that Pittsburgh National Bank ("Trustee"), as Trustee under that certain Equipment Trust Agreement ("Agreement") dated June 1, 1975, by and between Trustee and Union Tank Car Company ("Company"), a Delaware corporation, in consideration of the conveyance to Trustee of certain Equipment (as defined in the Agreement) to be substituted under the Agreement and other compliance by Company with the terms of the Agreement, and particularly Section 5.06 thereof with respect to such substitutions, and other good and valuable considerations, the receipt whereof is hereby acknowledged, does hereby sell, assign, transfer, set over and deliver unto Company all of its right, title and interest in and to those certain units of Equipment heretofore assigned by Company to Trustee pursuant to the Agreement, which units of Equipment are fully described in Schedule B attached hereto, hereby warranting that such Equipment is free and clear from all liens and encumbrances of Trustee.

TO HAVE AND TO HOLD the said Equipment unto Company and its successors and assigns forever.

THIS BILL OF SALE releases the Equipment described in Schedule B hereto from the lien of the Agreement, which was recorded with the Interstate Commerce Commission.

IN WITNESS WHEREOF, Trustee has caused this instrument to be duly executed by a proper officer hereunto duly authorized, and its seal to be hereunto affixed and attested, as of Nov 6, 1989.

PITTSBURGH NATIONAL BANK

By: [Signature]
Title: [Signature]

(SEAL)

Attest:

[Signature]
Title: TRUST OFFICER

UTCARS12

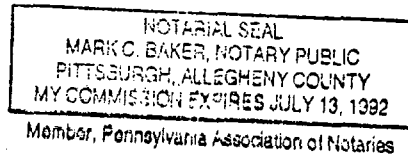
STATE OF PENNSYLVANIA)
COUNTY OF ALLEGHENY) SS

On this 01 day of November, 1989, before me, a Notary Public in and for the State and County aforesaid, personally appeared R. E. ERNST and AMY R. HOWARD, to me personally known, who being by me duly sworn did say that they are, respectively, the ASST. VICE PRES and the TRUST OFFICER of Pittsburgh National Bank, that the seal affixed to the foregoing instrument is the seal of said Bank, that said instrument was signed and sealed on behalf of said Bank by prior authority; and said persons acknowledge that the execution of the foregoing instrument was the free act and deed of said Bank.

Mark C. Baker
Notary Public

My Commission Expires:

7-13-92



UTCARS12

PROGRAM ACIB1027

CERTIFICATE TRUST SERIES: R012

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
SCHEDULE B - DESCRIPTION OF EQUIPMENT TRUST
FOR SUBSTITUTION - TERMINATED CARS

RUN DATE: 7/31/89

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
19	GDNC	4,000	CN 199374,CN 199428,CN 199451,CN 199520, CN 199533,UNPX100874,UNPX100881,UNPX100884, UNPX100889,UNPX100891,UNPX100897-UNPX100898, UNPX100903,UNPX100912,UNPX100926-UNPX100927, UNPX100934,UNPX100961,UNPX102148
1	TA	12,000	TCDX11114
1	TA	13,500	12607
29	TM	13,500	72625,72634,72638-72640,72648,72650,72656- 72659,72661,72666,72668,72673,72678-72679, 72681-72682,72687,72697,72699,72705-72707, 72709-72710,72712,72714
1	TM	14,000	25481
1	TM	16,000	71552
1	TM	17,000	72408
2	TM	23,000	58204,72611
2	TM	24,000	46603-46604
3	TP	17,300	28208,28658,28769
34	TP	26,000	37206-37225,37265-37267,37271,37274,37285, 37308-37309,37328,37337,37346,37356,37364, 37367

94 TOTAL

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT

PAGE 1

WRECKED/RETIRED CARS (SCHEDULE B)

R 12 SERIES 12

07/28/89

ROAD NUMBER	AAR CODE	CAR CAPACITY	UNIT MEAS	-CODES-		-----DATES-----		IN USE	WRECKED/ RETIRED	CERTIFICATE TRUST COST	NET BOOK VALUE	
				CO	CTY							
CN	199374	GONC	4,000	CUFT	3	2	04/75	06/89	*	26,123	*	7,510
CN	199428	GONC	4,000	CUFT	3	2	04/75	06/89		26,123		7,510
CN	199451	GONC	4,000	CUFT	3	2	04/75	06/89		26,123		7,510
CN	199520	GONC	4,000	CUFT	3	2	05/75	01/88		26,706		7,789
CN	199533	GONC	4,000	CUFT	3	2	05/75	06/89		26,706		7,789
TCDX	11114	TA	12,000	GAL	1	1	06/77	08/87		41,707		16,509
UNPX	100874	GONC	4,000	CUFT	3	2	04/75	06/89		27,036		7,773
UNPX	100881	GONC	4,000	CUFT	3	2	04/75	01/88		27,036		7,773
UNPX	100884	GONC	4,000	CUFT	3	2	04/75	06/89		27,036		7,773
UNPX	100889	GONC	4,000	CUFT	3	2	04/75	06/89		27,036		7,773
UNPX	100891	GONC	4,000	CUFT	3	2	04/75	06/89		27,036		7,773
UNPX	100897	GONC	4,000	CUFT	3	2	04/75	01/88		27,036		7,773
UNPX	100898	GONC	4,000	CUFT	3	2	04/75	06/89		27,036		7,773
UNPX	100903	GONC	4,000	CUFT	3	2	04/75	01/88		27,036		7,773
UNPX	100912	GONC	4,000	CUFT	3	2	04/75	01/88		27,036		7,773
UNPX	100926	GONC	4,000	CUFT	3	2	04/75	01/88		27,036		7,773
UNPX	100927	GONC	4,000	CUFT	3	2	04/75	06/89		27,036		7,773
UNPX	100934	GONC	4,000	CUFT	3	2	04/75	06/89		27,036		7,773
UNPX	100961	GONC	4,000	CUFT	3	2	04/75	06/89		27,036		7,773
UNPX	102148	GONC	4,000	CUFT	3	2	05/75	07/88		26,616		7,763
UTLX	12607	TA	13,500	GAL	1	1	04/75	05/88		22,640		6,509
UTLX	25481	TM	14,000	GAL	1	1	04/75	05/89		27,072		7,783
UTLX	28208	TP	17,300	GAL	1	1	04/75	01/89		30,825		8,862
UTLX	28769	TP	17,300	GAL	1	1	03/75	06/89		30,825		8,734
UTLX	37206	TP	26,000	GAL	1	1	05/75	04/89		31,000		9,042
UTLX	37207	TP	26,000	GAL	1	1	05/75	04/89		31,000		9,042
UTLX	37208	TP	26,000	GAL	1	1	05/75	04/89		31,000		9,042
UTLX	37209	TP	26,000	GAL	1	1	05/75	04/89		31,000		9,042
UTLX	37210	TP	26,000	GAL	1	1	05/75	04/89		31,000		9,042
UTLX	37211	TP	26,000	GAL	1	1	05/75	04/89		31,000		9,042
UTLX	37212	TP	26,000	GAL	1	1	05/75	04/89		31,000		9,042
UTLX	37213	TP	26,000	GAL	1	1	05/75	04/89		31,000		9,042
UTLX	37214	TP	26,000	GAL	1	1	05/75	04/89		31,000		9,042
UTLX	37215	TP	26,000	GAL	1	1	05/75	04/89		31,000		9,042
UTLX	37216	TP	26,000	GAL	1	1	05/75	04/89		31,000		9,042
UTLX	37217	TP	26,000	GAL	1	1	05/75	04/89		31,000		9,042
UTLX	37218	TP	26,000	GAL	1	1	05/75	04/89		31,000		9,042
UTLX	37219	TP	26,000	GAL	1	1	05/75	04/89		31,000		9,042
UTLX	37220	TP	26,000	GAL	1	1	05/75	04/89		31,000		9,042
UTLX	37221	TP	26,000	GAL	1	1	05/75	04/89		31,000		9,042
UTLX	37222	TP	26,000	GAL	1	1	05/75	04/89		31,000		9,042
UTLX	37223	TP	26,000	GAL	1	1	05/75	04/89		31,000		9,042
UTLX	37224	TP	26,000	GAL	1	1	05/75	04/89		31,000		9,042
UTLX	37225	TP	26,000	GAL	1	1	05/75	04/89		31,000		9,042
UTLX	37265	TP	26,000	GAL	1	1	05/75	04/89		29,555		8,626
UTLX	37266	TP	26,000	GAL	1	1	05/75	04/89		29,555		8,626

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
WRECKED/RETIRED CARS (SCHEDULE B)
R 12 SERIES 12 07/28/89

PAGE 2

ROAD NUMBER	AAR CODE	CAR CAPACITY	UNIT MEAS	-CODES-		-----DATES-----		CERTIFICATE TRUST COST	NET BOOK VALUE
				CO	CTY	IN USE	WRECKED/ RETIRED		
UTLX	37267	TP	26,000	GAL	1	1	05/75 04/89	\$ 29,555	\$ 8,620
UTLX	37271	TP	26,000	GAL	1	1	05/75 04/89	29,555	8,620
UTLX	37274	TP	26,000	GAL	1	1	05/75 04/89	29,555	8,620
UTLX	37285	TP	26,000	GAL	1	1	05/75 04/89	29,556	8,620
UTLX	37308	TP	26,000	GAL	1	1	05/75 04/89	29,556	8,620
UTLX	37309	TP	26,000	GAL	1	1	05/75 04/89	29,556	8,620
UTLX	37328	TP	26,000	GAL	1	1	05/75 04/89	29,556	8,620
UTLX	37337	TP	26,000	GAL	1	1	05/75 04/89	29,556	8,620
UTLX	37346	TP	26,000	GAL	1	1	05/75 04/89	29,556	8,620
UTLX	37356	TP	26,000	GAL	1	1	05/75 04/89	29,556	8,620
UTLX	37364	TP	26,000	GAL	1	1	05/75 04/89	29,556	8,620
UTLX	37367	TP	26,000	GAL	1	1	05/75 04/89	29,556	8,620
UTLX	46603	TM	24,000	GAL	1	1	04/75 01/89	25,946	7,459
UTLX	46604	TM	24,000	GAL	1	1	04/75 06/89	25,946	7,459
UTLX	58204	TM	23,000	GAL	1	1	12/74 09/87	25,345	6,864
UTLX	71552	TM	16,000	GAL	1	1	12/74 04/88	24,907	6,746
UTLX	72408	TM	17,000	GAL	1	1	05/75 05/89	27,894	8,136
UTLX	72611	TM	23,000	GAL	1	1	03/75 09/87	30,193	8,555
UTLX	72625	TM	13,500	GAL	1	1	01/75 05/89	27,864	7,663
UTLX	72634	TM	13,500	GAL	1	1	02/75 05/89	27,864	7,779
UTLX	72638	TM	13,500	GAL	1	1	02/75 04/89	27,864	7,779
UTLX	72639	TM	13,500	GAL	1	1	02/75 05/89	27,864	7,779
UTLX	72640	TM	13,500	GAL	1	1	02/75 05/89	27,864	7,779
UTLX	72648	TM	13,500	GAL	1	1	02/75 11/88	27,864	7,779
UTLX	72650	TM	13,500	GAL	1	1	02/75 04/89	27,864	7,779
UTLX	72656	TM	13,500	GAL	1	1	02/75 05/89	27,864	7,779
UTLX	72657	TM	13,500	GAL	1	1	02/75 04/89	27,864	7,779
UTLX	72658	TM	13,500	GAL	1	1	02/75 04/89	27,864	7,779
UTLX	72659	TM	13,500	GAL	1	1	02/75 05/89	27,864	7,779
UTLX	72661	TM	13,500	GAL	1	1	02/75 04/89	27,864	7,779
UTLX	72666	TM	13,500	GAL	1	1	02/75 04/89	27,864	7,779
UTLX	72668	TM	13,500	GAL	1	1	02/75 04/89	27,864	7,779
UTLX	72673	TM	13,500	GAL	1	1	02/75 05/89	27,864	7,779
UTLX	72678	TM	13,500	GAL	1	1	03/75 04/89	28,460	8,064
UTLX	72679	TM	13,500	GAL	1	1	03/75 05/89	28,460	8,064
UTLX	72681	TM	13,500	GAL	1	1	03/75 05/89	28,460	8,064
UTLX	72682	TM	13,500	GAL	1	1	03/75 05/89	28,460	8,064
UTLX	72687	TM	13,500	GAL	1	1	03/75 12/88	28,460	8,064
UTLX	72697	TM	13,500	GAL	1	1	03/75 04/89	28,460	8,064
UTLX	72699	TM	13,500	GAL	1	1	03/75 05/89	28,460	8,064
UTLX	72705	TM	13,500	GAL	1	1	03/75 05/89	28,460	8,064
UTLX	72706	TM	13,500	GAL	1	1	03/75 04/89	28,460	8,064
UTLX	72707	TM	13,500	GAL	1	1	03/75 05/89	28,460	8,064
UTLX	72709	TM	13,500	GAL	1	1	03/75 05/89	28,460	8,064
UTLX	72710	TM	13,500	GAL	1	1	03/75 04/89	28,460	8,064
UTLX	72712	TM	13,500	GAL	1	1	03/75 06/89	28,460	8,064

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT

PAGE 3

WRECKED/RETIRED CARS (SCHEDULE B)

R 12 SERIES 12

07/28/89

ROAD NUMBER	AAR CODE	CAR CAPACITY	UNIT NEAS	-CODES- CO CTY	-----DATES-----		CERTIFICATE TRUST COST	NET BOOK VALUE
					IN USE	WRECKED/ RETIRED		
UTLX 72714	TH	13,500	GAL	1 1	03/75	09/87	\$ 28,460	\$ 8,064
UTLX 28658	TF	17,300	GAL	1 1	02/75	07/89	31,628	8,829

NUMBER OF CARS			94				\$ 2,704,972	\$ 780,350